



MEGASOFT LIMITED

CIN : L72200TN1999PLC042730

My Home Hub, 1st Floor, Block-3,

Madhapur, Hyderabad - 500081,

Telangana, India.

Tel +91 (40) 4033 0000; Fax : +91 (40) 4013 3555

website : www.megasoft.com

12th February, 2021

To

Bombay Stock Exchange Limited

Phiroze JeeJee Bhoy Towers

Dalal Street, Fort

Mumbai 400001

Scrip Code: 532408

National Stock Exchange of India Limited

Exchange Plaza

Bandra-Kurla Complex, Bandra(E)

Mumbai 400051

Symbol: MEGASOFT

Sub.: Outcome of the Board Meeting held on February 12th, 2021.

Dear Sir/Madam,

We refer to our letter dated February 04, 2021 & February 09, 2021 and pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations), we wish to inform that the Board of Directors of the Megasoft Limited (the "Company") at its meeting held on February 12, 2021 inter alia, has considered and approved the following:

1. Standalone Unaudited Financial Results for the quarter and nine months ended December 31, 2020.
2. Auditors' Limited Review Report on above Standalone unaudited financial results.
3. Consolidated Unaudited Financial Results for the quarter and nine months ended December 31, 2020.
4. Auditors' Limited Review Report on above consolidated unaudited financial results.
5. Raising of funds by way of offer and issue of equity shares to the existing shareholders of the Company on a rights basis (Rights Issue).

The Board has constituted a Committee of Directors (the Committee) for the above purpose and has authorised the Committee to determine the terms of the Rights Issue including the quantum of issue, rights entitlement ratio, issue price, issue size, book closure or record date, entitlement, timing of the issue, etc., in consultation with the Lead Manager to the Right Issue and to decide all other matters relating to the Right Issue. Such details shall be informed and/or announced in due course as and when decided or required, as per applicable statutory provisions and depending upon the market conditions.

The above proposal to issue of shares shall be subject to necessary approvals, confirmations and consents as may be necessary and in compliance with applicable law including the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Companies Act, 2013 and the Rules made there under.





We further wish to inform that the Meeting of the Board of Directors of the company commenced at 11:00 a.m. and concluded at 01.50 pm.

Kindly take the information on record.

Thanking you,

For **Megasoft Limited**

A handwritten signature in blue ink, appearing to read "G.V. Kumar", written over a dotted line.

G V Kumar
Managing Director & CEO





Megasoft Limited

Registered Office: #85, Kutchery Road, Mylapore, Chennai, India - 600 004

Corporate Office : 01st Floor, Block-3, My Home Hub, Madhapur, Hyderabad – 500081, Telangana, India.

Unaudited Financial Results For Quarter and Nine Months Ended On December 31, 2020

CIN: L72200TN1999PLC042730, Phone: +91-44-24616768 Fax: +91-44-24617810, Email: investors@megasoft.com

Part I

(Rs) In Lakhs

Particulars	Standalone					
	Quarter Ended			Year to date		Year ended
	31/12/2020 (Unaudited)	30/09/2020 (Unaudited)	31/12/2019 (Unaudited)	31/12/2020 (Unaudited)	31/12/2019 (Unaudited)	31/03/2020 (Audited)
I Revenue from Operations	394.18	404.43	499.22	1,248.84	1,369.64	2,034.40
II Other Income	128.95	127.07	186.55	404.40	489.66	650.28
III Total Revenue (I + II)	523.13	531.50	685.77	1,653.24	1,859.30	2,684.68
IV Expenses:						
a Cost of materials consumed	11.68	6.70	31.69	25.08	83.00	102.33
b Purchases of Stock-in-Trade	-	-	-	-	-	-
c Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	-	-	-	-	-	-
d Employee benefits expense	213.28	207.70	216.54	621.78	620.39	775.73
e Finance costs	68.94	75.75	100.88	209.14	287.00	366.67
f Depreciation and amortisation expense	83.20	82.35	81.66	259.79	252.55	344.73
g Other expenses	126.07	130.00	221.86	381.13	549.49	1,043.26
Total Expenses (IV)	503.17	502.50	652.63	1,496.92	1,792.44	2,632.73
V Profit/ (Loss) before exceptional items and tax (III - IV)	19.96	29.00	33.14	156.32	66.86	51.94
VI Exceptional items	-	-	-	-	-	-
VII Profit/ (Loss) after exceptional items and before tax (V - VI)	19.96	29.00	33.14	156.32	66.86	51.94
VIII Tax expense:						
a Current tax	9.00	-	-	9.00	-	-
b Deferred tax	-	-	-	-	-	(3.78)
IX Total tax expenses	9.00	-	-	9.00	-	(3.78)
X Net movement in regulatory deferral account balances related to profit or loss and the related deferred tax movement						
XI Profit (Loss) for the period from continuing operations (VII-IX+X)	10.96	29.00	33.14	147.32	66.86	55.73
XII Profit/(loss) from discontinued operations	-	-	-	-	-	-
XIII Tax expense of discontinued operations	-	-	-	-	-	-
XIV Profit/(loss) from Discontinued operations (after tax) (XII-XIII)	-	-	-	-	-	-



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XV	Share of profit (loss) of associates and joint ventures accounted for using equity method	-	-	-	-	-	-
XVI	Profit (Loss) for the period (XI + XIV+XV)	10.96	29.00	33.14	147.32	66.86	55.73
XVII	Other Comprehensive Income	-	-	-	-	-	-
	A 1. Items that will not be reclassified to profit or loss:	-	-	-	-	-	(0.10)
	2. Income tax relating to these items	-	-	-	-	-	-
	B. 1. Items that will be reclassified to profit or loss:	-	-	-	-	-	-
	2. Income tax relating to these items	-	-	-	-	-	-
XVIII	Total Comprehensive income for the year (XVI+XVII)	10.96	29.00	33.14	147.32	66.86	55.63
XIX	Total profit or loss, attributable to						
	Profit/loss attributable to owners of parent						
	Total profit/loss attributable to non-controlling interests						
XX	Total Comprehensive income for the period attributable to						
	Comprehensive income for the period attributable to owners of parent						
	Total comprehensive income for the period attributable to owners of parent non-controlling interests						
XXI	Details of equity share capital						
a	Paid-up equity share capital	4,426.73	4,426.73	4,426.73	4,426.73	4,426.73	4,426.73
b	(face value of the share shall be indicated)	10.00	10.00	10.00	10.00	10.00	10.00
XXII	Details of debt securities						
XXIII	Reserves excluding revaluation reserve	7,769.80	7,758.84	7,633.74	7,769.80	7,633.74	7,622.48
XXIV	Debenture redemption reserve		-				
XXV	Earnings per share:						
a	Earnings per equity share for continuing operations						
	Basic earnings (loss) per share from continuing operations	0.02	0.07	0.07	0.33	0.15	0.13
	Diluted earnings (loss) per share from continuing operations	0.02	0.07	0.07	0.33	0.15	0.13
b	Earnings per equity share for discontinued operations						
	Basic earnings (loss) per share from discontinued operations		-				



	Diluted earnings (loss) per share from discontinued operations						
c	Earnings per equity share						
	Basic earnings (loss) per share from continuing and discontinued operations	0.02	0.07	0.07	0.33	0.15	0.13
	Diluted earnings (loss) per share from continuing and discontinued operations	0.02	0.07	0.07	0.33	0.15	0.13
XXVI	Disclosure of notes on financial results						

For Megasoft Limited



GV Kumar

GV KUMAR

CEO & Managing Director

Date : 12.02.2021

Place: Hyderabad

N.C. RAJAGOPAL & CO.,
CHARTERED ACCOUNTANTS

22, V. KRISHNASWAMY AVENUE,
LUZ CHURCH ROAD, MYLAPORE,
CHENNAI - 600 004.

Partners:

N.C. SUNDARARAJAN, F.C.A.
G.N. GOPALARATHNAM, B.Sc., F.C.A., DISA
V. ANANTHARAMAN, B.Com., F.C.A.
M.V. RENGARAJAN, N.D.COM., F.C.A.



SUMITHRA RAVICHANDRAN, B.Sc., F.C.A.
N.C. VIJAYKUMAR, B.Com., F.C.A., DISA
V. CHANDRASEKARAN, B.Com., F.C.A.
N. SUNDAR, B.Sc., F.C.A., DISA
ARJUN .S, B.Com., F.C.A.

Ref :

Date:

Independent Auditor's Review Report On Standalone Unaudited Quarterly and Year to Date Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**Review report to
The Board of Directors of Megasoft Limited**

We have reviewed the accompanying statement of unaudited financial results of Megasoft Limited for the period ended 31st December, 2020. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For N.C. Rajagopal & Co.,

Chartered Accountants

(Firm Regn No.: 003398S)




Arjun S

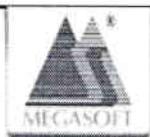
Partner

Place : Chennai

Date : 12.02.2021

(Membership No.: 230448)

UDIN :21230448AAAAAB06493



Megasoft Limited

Registered Office: #85, Kutchery Road, Mylapore, Chennai, India - 600 004

Corporate Office : 01st Floor, Block-3, My Home Hub, Madhapur, Hyderabad – 500081, Telangana, India.

Unaudited Financial Results For Quarter and Nine Months Ended On December 31, 2020

CIN: L72200TN1999PLC042730, Phone: +91-44-24616768 Fax: +91-44-24617810, Email: investors@megasoft.com

Part II

(Rs) In Lakhs

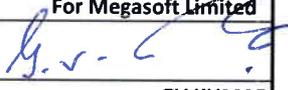
Particulars	Consolidated					
	Quarter Ended			Year to date		Year ended
	31/12/2020 (Unaudited)	30/09/2020 (Unaudited)	31/12/2019 (Unaudited)	31/12/2020 (Unaudited)	31/12/2019 (Unaudited)	31/03/2020 (Audited)
I Revenue from Operations	1,510.58	1,537.58	1,625.97	4,398.17	4,113.12	5,673.26
II Other Income	129.04	127.07	186.55	404.49	489.66	650.28
III Total Revenue (I + II)	1,639.62	1,664.65	1,812.52	4,802.66	4,602.78	6,323.54
IV Expenses:						
a Cost of materials consumed	409.66	553.40	535.56	1,363.33	1,166.28	1,644.82
b Purchases of Stock-in-Trade	-	-	-	-	-	-
c Changes in inventories of finished goods, Stock-in-Trade and work-in-	-	-	-	-	-	-
d Employee benefits expense	326.53	333.64	321.79	970.91	953.30	1,246.41
e Finance costs	138.42	138.34	200.61	410.38	540.21	682.82
f Depreciation and amortisation exp	101.60	109.72	133.35	332.46	401.83	437.58
g Other expenses	638.13	456.40	507.63	1,550.45	1,314.47	2,244.98
Total Expenses (IV)	1,614.34	1,591.50	1,698.94	4,627.53	4,376.09	6,256.61
V Profit/ (Loss) before exceptional items and tax (III - IV)	25.28	73.15	113.58	175.13	226.69	66.93
VI Exceptional items	-	-	-	-	-	-
VII Profit/ (Loss) after exceptional items and before tax (V - VI)	25.28	73.15	113.58	175.13	226.69	66.93
VIII Tax expense:						
a Current tax	9.00	-	-	9.00	-	-
b Deferred tax	-	0.01	-	-	-	(3.78)
IX Total tax expenses	9.00	-	-	9.00	-	(3.78)
X Net movement in regulatory deferral account balances related to profit or loss and the related deferred tax movement	-	-	-	-	-	-
XI Profit (Loss) for the period from continuing operations (VII-IX+X)	16.28	73.14	113.58	166.13	226.69	70.71
XII Profit/(loss) from discontinued operations	-	-	-	-	-	-
XIII Tax expense of discontinued operations	-	-	-	-	-	-
XIV Profit/(loss) from Discontinued operations (after tax) (XII-XIII)	-	-	-	-	-	-

G.S.G.



XV	Share of profit (loss) of associates and joint ventures accounted for using equity method	-	-	-	-	-	-
XVI	Profit (Loss) for the period (XI + XIV+XV)	16.28	73.14	113.58	166.13	226.69	70.71
XVII	Other Comprehensive Income	-	-	-	-	-	-
	A 1. Items that will not be reclassified to profit or loss:						
	i.) Remeasurement of post						(0.10)
	ii) Changes in Revaluation surplus						
	2. Income tax relating to these items	-	-	-	-	-	-
	B. 1. Items that will be reclassified to profit or loss:						
	i) Fair value changes in Equity Instrument through OCI						
	2. Income tax relating to these items	-	-	-	-	-	-
XVIII	Total Comprehensive income for the year (XVI+XVII)	16.28	73.14	113.58	166.13	226.69	70.61
XIX	Total profit or loss, attributable to						
	Profit/loss attributable to owners of parent	-	-	-	-	-	-
	Total profit/loss attributable to non-controlling interests	-	-	-	-	-	-
XX	Total Comprehensive income for the period attributable to						
	Comprehensive income for the period attributable to owners of parent	-	-	-	-	-	-
	Total comprehensive income for the period attributable to owners of parent non-controlling interests	-	-	-	-	-	-
XXI	Details of equity share capital						
a	Paid-up equity share capital	4,426.73	4,426.73	4,426.73	4,426.73	4,426.73	4,426.73
b	(face value of the share shall be indicated)	10.00	10.00	10.00	10.00	10.00	10.00
XXII	Details of debt securities						
XXIII	Reserves excluding revaluation reserve						
XXIV	6,933.89	6,944.32	6,913.84	6,933.89	6,913.84	6,836.52	
XXV	Earnings per share:						
a	Earnings per equity share for continuing operations						
	Basic earnings (loss) per share from continuing operations	0.04	0.17	0.26	0.38	0.51	0.16
	Diluted earnings (loss) per share from continuing operations	0.04	0.17	0.26	0.38	0.51	0.16
b	Earnings per equity share for discontinued operations						
	Basic earnings (loss) per share from discontinued operations	-	-	-	-	-	-



	Diluted earnings (loss) per share from discontinued operations						
		-	-	-	-	-	-
c	Earnings per equity share						
	Basic earnings (loss) per share from continuing and discontinued operations	0.04	0.17	0.26	0.38	0.51	0.16
	Diluted earnings (loss) per share from continuing and discontinued operations	0.04	0.17	0.26	0.38	0.51	0.16
XXVI	Disclosure of notes on financial results						
		For Megasoft Limited					
		 GV KUMAR CEO & Managing Director					
							
Date : 12.02.2021							
Place: Hyderabad							



NOTES:

1. The above results were reviewed by the Audit / Risk & Compliance Committee and approved by the Board of Directors at their Meetings held on 12th February 2021.
2. The Company has a single reportable segment, that of telecom and has been disclosed in accordance with SEBI (LODR) Regulations, 2015.
3. Previous periods' figures have been rearranged wherever necessary to conform to the current period classifications/ disclosures.
4. Pursuant to the provisions of the SEBI Listing Regulations, an extract of Standalone & Consolidated financial results is being published in the newspapers. The Standalone and Consolidated Unaudited financial results will be made available on the company's website i.e. at <http://megasoft.com/investor-services.html> and also on the websites of the stock exchanges i.e. www.bseindia.com and www.nseindia.com.



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Partners:

N.C. SUNDARARAJAN, F.C.A.
G.N. GOPALARATHNAM, B.Sc., F.C.A., DISA
V. ANANTHARAMAN, B.Com., F.C.A.
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N. SUNDAR, B.Sc., F.C.A., DISA
ARJUN .S, B.Com., F.C.A.

Ref:

Date:

Independent Auditor's Review Report On Consolidated unaudited quarterly and year to date financial results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**Review report to
Board of Directors of Megasoft Limited**

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of Megasoft Limited ("The Company") ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), for the quarter ended 31st December, 2020 and for the period from 1st April, 2020 to 31st December, 2020 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Attention is drawn to the fact that the consolidated figures for the corresponding quarter ended 31st December, 2020 and the corresponding period from 1st April, 2020 to 31st December, 2020, as reported in these financial results have been approved by the Parent's Board of Directors, but have not been subjected to review by us.

2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The Statement includes the results of the following entities:

- a. Megasoft Consultants SDN BHD
- b. XIUS Holding Inc
- c. XIUS Corp
- d. XIUS DE RL DE CV

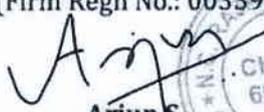


5. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. We did not review the interim financial results of 4 subsidiaries included in the consolidated unaudited financial results, whose interim financial results reflect total revenues of Rs. 4,049.21 lakhs and total net profit / (loss) after tax of Rs. 18.82 lakhs and total comprehensive income / (loss) of Rs. 18.82 lakhs, for the quarter ended 31st December, 2020 and for the period from 1st April, 2020 to 31st December, 2020 respectively. The consolidated unaudited financial results also includes the Group's share of net profit after tax of Rs. 18.82 lakhs for the quarter ended 31st December, 2020 and for the period from 1st April, 2020 to 31st December, 2020, respectively. These interim financial results and other information of foreign subsidiaries have been reviewed by other Auditors whose reports have been furnished to us by the management and our conclusion on the statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other Auditors and the procedures performed by us stated in paragraph 3 above.

Our conclusion on the Statement is not modified in respect of the above matter.

Place : Chennai
Date : 12.02.2021

For N.C. Rajagopal & Co.,
Chartered Accountants,
(Firm Regn No.: 003398S)

Arjun S
Partner
(Membership No.: 230448)
UDIN :21230448AAAABP8291

